

1 **SCHOOL NUTRITION ASSOCIATION, INC.**

2
3 **BYLAWS**

4
5 **ARTICLE I - MEMBERSHIP**

6
7 Section 1. Membership Categories

8 There shall be the following categories of membership: school nutrition members,
9 affiliate members and associate members. When chartered affiliates exist, school
10 nutrition, retired and student members shall also be members of the state affiliate. All
11 members shall be eligible to attend the meetings of the delegate assembly as
12 observers.

- 13
14 A. School nutrition members – School nutrition members shall consist of employees,
15 managers, supervisors/directors and specialists, and educators in eligible fields.

16
17 Eligible fields shall be defined as:

- 18 1. Persons employed at the preschool, school, school district, college, state, or
19 federal levels in a food and nutrition program which serves meals;
20 2. Persons engaged in teaching or administration at the aforementioned levels.

21
22 School nutrition members who hold individual memberships and cease to be
23 employed in an eligible field may continue their membership until their renewal date.

24
25 School nutrition members whose dues are currently paid as of November 30 shall be
26 entitled to vote for the election of officers and to vote on any matter submitted to the
27 voting membership, shall be eligible to serve on committees subject to any additional
28 restrictions in these bylaws, and shall be eligible for nomination to national elected
29 office as allowed by these bylaws.

- 30
31 B. Affiliate members – Affiliate members are members who choose the option of being
32 nonvoting supporter members. Affiliate members may be school nutrition employees
33 working less than four hours per day or retired members. Affiliate members shall not
34 be eligible for nomination to national elective office.

- 35
36 C. Associate members – Associate member categories shall consist of:

- 37 1. Retired members;
38 2. Students enrolled in post-secondary food, nutrition, health or other food related
39 programs;
40 3. Industry consultants and corporations;
41 4. International child nutrition individuals;
42 5. Persons engaged in community nutrition programs and nongovernment
43 organizations committed to furthering school nutrition programs or the goals of
44 the association;
45 6. Persons employed by the association or a state affiliate.

47 Associate retired members whose dues are currently paid as of November 30 shall be
48 entitled to vote for the election of officers and to vote on any matter submitted to the
49 voting membership and shall be eligible to serve on committees subject to any
50 additional restrictions in these bylaws.

51
52 Associate members in the student, international and “other” categories shall be non-
53 voting members, and are not eligible for nomination to national elective office.

54
55 Industry consultant members and the two designated representatives of each
56 corporate member shall be entitled to vote for the election of the chair of the industry
57 advisory council.

58
59 D. Ownership – School nutrition memberships may be held by an individual or be
60 school district/organization owned. A person shall not concurrently hold both an
61 individual and school district/organization membership. Individual membership is
62 owned by an individual and is not transferable. School district/organization owned
63 members may reserve the right to change to an individual membership at any time if
64 otherwise eligible. School district/organization owned members may be transferred
65 within the following membership categories: employees, managers, supervisors/
66 directors/specialists, or educators employed in eligible fields.

67
68 E. Dues – Dues shall be established biennially by the board of directors in even-
69 numbered years. State and national membership dues shall be submitted to the
70 national association at its designated location. State dues shall be recorded and
71 remitted to the state association in a timely manner.

72 1. Dues may not be increased in a two-year period by more than 10%, rounded to
73 the next dollar amount.

74 2. The board of directors shall provide objective criteria for discounting dues and
75 indicate a specific period of time for any discounts.

76

77 Section 2. Membership: Good Standing, Suspension and Termination

78 A. Membership in a chartered affiliate shall be held in the state where the principle
79 place of employment is located.

80

81 B. A member shall be considered to be in good standing when payment of all dues and
82 fees is current.

83

84 C. The board of directors may suspend, revoke or terminate any membership, privilege
85 of membership, or participation in SNA programs or activities for conduct contrary to
86 the purposes of the association or its policies.

87

88 D. All suspension, revocation or termination proceedings shall be conducted in good
89 faith and in a fair, nondiscriminatory and reasonable manner, consistent with
90 applicable law and regulatory requirements for non-profit corporations and the
91 bylaws. The officers and directors shall be entitled to rely on competent expert
92 advice, facts disclosed by investigation, admissions or any other reasonable

evidence, but shall not be required to observe particular federal or state rules of evidence or judicial procedures.

Section 3. Membership Sections

The association shall have membership sections identified by responsibilities/positions in school nutrition program operations. Members of sections shall be school nutrition employees/managers, state agency, district directors/supervisors and specialists, college personnel, and major city directors/supervisors and specialists, which shall be defined as those cities having a population of 200,000 or more or a school population of 40,000 or more in all sponsored programs. Chairs of membership sections shall be appointed by the president-elect and approved by the board of directors for two-year staggered terms, except that the school nutrition employee/managers section chair shall be elected by the members of that section. The membership section chairs shall provide input regarding program activities and member needs, on an as-needed basis.

Section 4. Regions

The United States shall be divided into regions to align with the regions promulgated by the United States Department of Agriculture.

ARTICLE II – CHARTERED AFFILIATES

Section 1. Definition

One affiliate from each state, the District of Columbia, the commonwealth of Puerto Rico, and territories administered by the United States, may be chartered by the board. Each chartered affiliate shall be a separate legal entity from the association. Chartered affiliates shall determine the qualifications for members to serve as officers of the chartered affiliates.

Section 2. Purpose

The purpose of a chartered affiliate must be in furtherance of the purpose of the association and shall include, but not be limited to:

- Advancing and promoting the mission of the national association.
- Introducing school nutrition professionals to the national association, serving as a source of new members.
- Serving as a communication portal between the national association and individual members.
- Providing a pool of future school nutrition leaders for the professional association.
- Promoting opportunities to focus on current state and national school nutrition issues of importance to individual members.
- Providing opportunities for the enhancement of professional and personal development of its members.

Section 3. Representation

Each chartered affiliate shall be entitled to representation in the delegate assembly,

- 139 provided that it has:
140 A. signed the State Affiliation Agreement,
141 B. its articles of incorporation, and/or constitution, and/or bylaws do not conflict with
142 any SNA governing documents,
143 C. adopted an annual plan of action consistent with the national plan of action, and
144 D. is in compliance with relevant federal and state laws.

145 146 147 **ARTICLE III - OFFICERS** 148

149 Section 1. Officers

150 The officers shall be the president, president-elect, vice president, secretary/treasurer
151 and chief executive officer.

152 A. President

153 The president shall:

- 154 1. Provide leadership to ensure the strategic direction and values of the association
155 are maintained;
- 156 2. Represent the association before the public as the official representative of the
157 association;
- 158 3. Preside over all meetings of the board and the membership;
- 159 4. Serve and make appointments as required by these bylaws and other governing
160 documents, including serving as ex-officio on all committees and advisory
161 councils except the leadership development committee;
- 162 5. Perform other duties incident to the office of president, whether assigned by the
163 board or association governing documents.

164 165 B. President-elect

166 The president-elect shall:

- 167 1. Perform the duties of president in case of temporary absence or temporary
168 inability to serve;
- 169 2. Preside over the delegate assembly;
- 170 3. Serve and make appointments as required by these bylaws and other governing
171 documents including recommending for board approval the appointment of
172 incoming members of committees and advisory councils to fill applicable expiring
173 terms;
- 174 4. Perform other duties incident to the office of president-elect as assigned by the
175 president, the board or association governing documents.

176 177 C. Vice President

178 The vice president shall:

- 179 1. Perform the duties of the president-elect in the president-elect's temporary
180 absence;
 - 181 2. Serve as required by these bylaws and other association governing documents;
 - 182 3. Perform other duties incident to the office of vice president as assigned by the
183 president, the board or association governing documents.
- 184

- 185 D. Secretary/Treasurer
186 The secretary/treasurer shall:
187 1. Ensure the accurate recording of the minutes of the delegate assembly, the
188 board, the executive committee and the finance committee;
189 2. Serve as chair of the finance committee and the resolutions & bylaws committee;
190 3. Monitor the association funds, investments and securities and give an unaudited
191 financial report annually to the delegate assembly;
192 4. Submit an annual budget to the board;
193 5. Perform other duties incident to the office of secretary/treasurer as assigned by
194 the president, the board or association governing documents.
195

- 196 E. Chief Executive Officer
197 The chief executive officer shall:
198 1. Manage the association under the direction of the board;
199 2. Implement policies under the direction of the board;
200 3. Perform other duties incident to the office of chief executive officer, as assigned
201 by the president, the board or association governing documents;
202 4. Be retained under an employment contract by the board.
203

204 Section 2. Eligibility

- 205 A. All school nutrition member candidates for election as an officer must:
206 1. Be a member in good standing;
207 2. Have an SNA certificate or be SNA credentialed;
208 3. Have at least two full years of service on the SNA board of directors, and have
209 one year or less remaining in the current term of office;
210 4. Be regularly employed (a minimum of 130 days during the prior 12 months) in an
211 eligible field;
212 5. Maintain membership at the time of nomination and election.
213
214 B. The president, president-elect, and vice president shall have a minimum of a
215 bachelor's degree, have the School Nutrition Specialist credential, shall have served
216 on the SNA board, and must be actively working in the school nutrition profession
217 throughout the term.
218
219 C. The secretary/treasurer shall have working knowledge of finance and budgeting and
220 must be actively working in the school nutrition profession throughout the term.
221

222 Section 3. Election and Term of Office

- 223 A. Officers shall be elected by the membership in conjunction with the election of the
224 board of directors. Write-in votes shall not be counted.
225
226 B. The term of office for the president, president-elect, and vice president shall be for
227 one year, beginning and ending upon installation at the annual national conference.
228 The secretary/treasurer shall be elected in even-numbered years to serve a two-year
229 term, beginning and ending upon installation at the annual national conference. If no
230 annual national conference is held, the board shall choose a date that approximates

231 the date of that event.
232 C. An officer may not serve more than one term in each office. Time spent filling a
233 vacancy shall not be counted as a term.
234

235 Section 4. Succession

236 A. Upon completion of the term of office, the president shall become a past president of
237 the association with all future dues waived for life. All rights and privileges of school
238 nutrition members shall be bestowed upon past presidents.
239

240 B. Upon completion of the term of office, the president-elect shall automatically
241 succeed to the office of the president.
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243 C. Upon completion of the term of office, the vice president shall automatically succeed
244 to the office of president-elect.
245

246 Section 5. Vacancy

247 A. President -- in case of death, resignation or removal of the president, the president-
248 elect shall succeed to the office of president for the remainder of the term, followed
249 by the president-elect's original term had the vacancy not occurred.
250

251 B. President-elect -- in case of death, resignation or removal of the president-elect, the
252 vice president shall succeed to the office of president-elect for the remainder of the
253 term, followed by the president-elect's original term had the vacancy not occurred.
254

255 C. Vice President and Secretary/Treasurer -- in case of death, resignation or removal of
256 the vice president or secretary/treasurer, the board shall direct the leadership
257 development committee to prepare candidate recommendations for consideration
258 and vote by the delegate assembly.
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261 **ARTICLE IV – BOARD OF DIRECTORS**
262

263 Section 1. Composition

264 The board shall be composed of the president, president-elect, vice president,
265 secretary/treasurer, ten directors - one of which is elected from the school nutrition
266 employee/manager section - and the chief executive officer. The Chief
267 Executive Officer shall be a nonvoting member. The board of directors may also invite
268 the school nutrition foundation chair or other SNF director selected by the SNF
269 board and the Industry Advisory Council Chair to serve as nonvoting members.
270

271 Section 2. Authority

272 The board shall be responsible for the management of the affairs of SNA. To that end, it
273 shall also:

- 274 1. Provide strategic direction for SNA;
- 275 2. Comply with fiduciary obligations of care, loyalty and obedience;
- 276 3. Oversee SNA's business and financial affairs;

- 277 4. Select and appoint the chief executive officer;
278 5. Perform all duties usually entrusted to officers and directors of the corporation.
279

280 Section 3. Meetings

- 281 A. The board shall meet no fewer than three times a year to direct the business of the
282 association. The board shall also meet at the call of the president or upon the
283 request of a majority of members of the board. A majority of the members of the
284 board then in office shall constitute a quorum.
285
286 B. Notice of the time and place of meetings of the board of directors shall be sent
287 electronically to the members of the board, unless extraordinary circumstances
288 dictate otherwise. Notice of special meetings must also include the purpose for
289 which such special meeting is called.
290
291 C. All meetings of the board of directors may be held by conference telephone or
292 similar communications equipment, provided all persons participating in the meeting
293 can hear and speak to each other at the same time. Actions taken at such shall be
294 of the same force and effect as at a regular meeting authorized by these or bylaws.
295
296 D. Any action required or permitted to be taken at a meeting of the board of directors
297 may be taken without a meeting provided that unanimous consent obtained via
298 electronic balloting setting forth the action and signed by each member of the board
299 is filed with the minutes of such meeting.
300

301 Section 4. Eligibility

- 302 A. All school nutrition member candidates for election as a director must:
303 1. Be a member in good standing;
304 2. Have an SNA certificate or be SNA credentialed;
305 3. Have at least two years of service on the board of directors of
306 a chartered affiliate or by serving on a national committee or task force;
307 4. Be regularly employed (a minimum of 130 days during the prior 12 months) in an
308 eligible field;
309 5. Maintain membership at the time of nomination and election. If a
310 change in professional status occurs, a director may complete the term of office
311 provided two years of the three-year term has been completed.
312
313 B. The school nutrition employee/manager section director must be a member of his or
314 her respective membership section.
315

316 Section 5. Election and Terms of Office

317 SNA directors shall be elected by the membership for staggered three-year terms. The
318 Director elected from the School Nutrition Employee/Manager Section shall be elected
319 every third year.
320

321 *Provisos:*

- 322 1. *The at-large director elected in 2019 shall complete the final year of the three-year term. Upon*

323 expiration of the term, that position will not be filled.

324
325 2. All Regional Directors shall be retitled as directors and shall serve out the remainder of their terms as
326 such.

327
328 Section 6. Vacancies and Removal

329 A. In the case of death, resignation or removal of a director, the delegate assembly
330 shall fill the vacancy as soon as possible, either in person or by electronic vote. The
331 leadership development committee shall identify and recruit eligible candidates for
332 consideration and vote by the delegate assembly.

333
334 B. Any member of the board of directors may be removed if found in violation of
335 conditions required for election, a breach of fundamental principles or rules of the
336 association, or failing to work under the framework of the association, in accordance
337 with the following:

338 1. The board, upon receipt of charges, shall investigate the charges, hold a hearing
339 and render a decision. The accused officer or director must be provided with
340 advance written notice including the reason for the proposed removal and an
341 opportunity to contest the proposed removal in writing or in person at a meeting
342 of the board.

343 2. In the event that a newly elected, but not yet installed director is charged with
344 violating any conditions required for election, a breach of fundamental principles
345 or rules of the association or failing to work under the framework of the
346 association, the board, upon receipt of charges, shall investigate the charges,
347 hold a hearing and then consider whether the violation is cause for
348 disqualification as an officer of the association.

349 3. A three-quarters vote of the board, with the director proposed to be removed not
350 voting, shall be required for removal of an officer or director or disqualification as
351 a candidate. Final written notice of the board's decision shall be sent to the
352 accused officer or director within 48 hours.

353
354 Section 7. Executive Committee

355 A. Composition

356 The executive committee shall be composed of the following members:

- 357 1. The president, who shall serve as chair;
358 2. The president-elect, vice president, and secretary/treasurer;
359 3. Two directors in the second or third year of their terms as directors or who have
360 previously served a full term on the board and who are not serving on the finance
361 committee, elected by the board of directors;
362 4. The chief executive officer, who shall serve as a nonvoting member.

363
364 B. Responsibilities

- 365 1. The executive committee shall assist the board in managing SNA on issues that
366 are time sensitive between official board meetings and, in such cases, shall have
367 the authority of the board provided that the executive committee does not alter or
368 act contrary to established board policies. The executive committee shall also
369 carry out tasks referred to it by the board.

- 370 2. Actions of the executive committee shall be communicated to the board at the
371 next board meeting.
372

373 C. Meetings

- 374 1. The executive committee shall meet on the call of the president or on the request
375 of any three members of the executive committee. A majority of the members of
376 the executive committee then in office shall constitute a quorum.
377
- 378 2. Notice of the time and place of meetings of the executive committee shall be sent
379 electronically to the members of the executive committee, unless extraordinary
380 circumstances dictate otherwise. Notice of special meetings must also include
381 the purpose for which such special meeting is called.
382
- 383 3. All meetings of the executive committee may be held by conference telephone or
384 similar communications equipment, provided that all persons participating in the
385 meeting can hear and speak to each other at the same time. Actions taken at
386 such shall be of the same force and effect as at a regular meeting authorized by
387 these bylaws.
388
- 389 4. Any action required or permitted to be taken at a meeting of the executive
390 committee may be taken without a meeting provided that unanimous consent
391 obtained via electronic balloting setting forth the action and signed by each
392 member of the executive committee is filed with the minutes of such meeting.
393
394

395 **ARTICLE V –DELEGATE ASSEMBLY**
396

397 **Section 1. Composition**

- 398 A. The delegate assembly shall be composed of delegates representing chartered
399 affiliates, the board of directors, the leadership development committee chair, the
400 strategic committee chairs, three past national presidents, and the chief executive
401 officer, who shall be a nonvoting ex-officio member. Delegates must be school
402 nutrition members or associate retired members. Each delegate shall be entitled to
403 one vote.
404
- 405 B. Each chartered affiliate shall be entitled to elect or appoint a delegate to the
406 delegate assembly for a term commencing August 1 and ending July 31, provided
407 the requirements of the chartered affiliate are met. Chartered affiliates may also
408 designate alternate delegates. The past presidents advisory council shall select
409 three national past presidents to serve as delegates.
410
- 411 C. Official national membership data as of May 31 shall be used to determine delegate
412 representation for each state affiliate. Only eligible delegates shall participate in the
413 delegate assembly. The number of voting delegates for each state affiliate shall be
414 calculated on the following basis:
415 1. All states, regardless of membership, shall have two delegates.

416 2. Each state shall have one additional delegate for each 600 members, or a major
417 fraction thereof, in excess of 1,200 members. Only members eligible to vote in
418 the school nutrition and associate retired membership classes shall be counted
419 for purposes of this calculation.
420

421 Section 2. Responsibilities

422 A. The delegate assembly shall be a deliberative body that identifies issues, trends and
423 areas of concern for the board of directors, and shall respond to requests for input
424 from the president throughout the year on an as-needed basis. There shall be a
425 meeting of the delegate assembly held annually, and at other times by other
426 methods, including electronically, as allowed by law and as called by the board of
427 directors. Delegates shall provide insight and perceptions about child nutrition
428 program issues, the school nutrition profession and SNA. The delegate assembly
429 may put forward recommendations, resolutions and amendments to the articles of
430 incorporation and bylaws. One-third of the voting delegates shall constitute a
431 quorum.
432

433 B The delegate assembly shall:

- 434 1. Adopt and amend the bylaws and articles of incorporation;
- 435 2. Fill vacancies as required by these bylaws;
- 436 3. Debate and review resolutions and position statements regarding child nutrition,
437 the profession and organization;
- 438 4. Act as a liaison and communicate actions/activities including the strategic plan
439 and the annual plan of action to its state affiliate constituencies;
- 440 5. Provide input to the board of directors and strategic planning committee on
441 mission, vision, values and goals.
442

443 Section 3. Resolutions and Position Statements

444 A. Resolutions – Resolutions to be considered by the delegate assembly at the annual
445 delegate meeting shall be submitted to the chair of the resolutions and bylaws
446 committee in writing postmarked no later than May 1. A written resolution may also
447 be brought forth to the delegate assembly by a two-thirds vote.
448

449 B. Position Statements – Position statements and background papers to be considered
450 by the delegate assembly must be submitted to the chair of the resolutions and
451 bylaws committee in writing postmarked no later than May 1.
452

453 C. Copies of the proposed resolutions, background papers and position statements
454 shall be mailed or sent electronically as allowed by law to all members of the
455 delegate assembly at least thirty days prior to the annual delegate meeting.
456
457

458 **ARTICLE VI – COMMITTEES AND ADVISORY COUNCILS**

459 Section 1. Committees and Advisory Councils

460 A. There shall be the following standing committees:
461

462 Finance
463 Leadership Development
464 Resolutions and Bylaws
465

466 B. Strategic committees shall be created and disbanded as deemed necessary by the
467 board of directors based on the goals and priorities of the Association's strategic
468 plan. The board shall report annually to the delegate assembly on the strategic
469 committees.

470
471 C. There shall be the following advisory councils:

472 Industry
473 Past Presidents
474 State Agency
475

476 D. Only school nutrition members may serve as chair of a standing or strategic
477 committee or advisory council, except for the industry advisory council. School
478 nutrition members, associate retired members and industry members are eligible for
479 appointment to standing or strategic committees or advisory councils. Only school
480 nutrition members are required to have an SNA certificate or be SNA credentialed.
481

482 E. No member shall serve on more than one standing or strategic committee at the
483 same time, with the exception of the Secretary-Treasurer, who shall chair the
484 Finance Committee and the Resolutions and Bylaws Committee.
485

486 F. No member shall serve for more than two consecutive terms on the same standing
487 or strategic committee without the express approval of the SNA board.
488

489 G. The President, if requested by the committee chair, shall recommend to the board
490 the removal of a committee member who has had two or more unexcused absences
491 within one year. A new committee member may be appointed to fill the vacancy.
492

493 Section 2. Finance Committee

494 A. Composition

495 The finance committee shall be composed of the following members:

- 496 1. The secretary/treasurer, who shall serve as chair;
- 497 2. The president;
- 498 3. The president-elect;
- 499 4. The vice president;
- 500 5. Two directors elected by the board of directors who have previously served a full
501 term or who are in the second or third year of their terms, and who are not
502 serving on the executive committee;
- 503 6. The chief executive officer, who shall serve as a nonvoting member.
504

505 B. Responsibilities – The finance committee shall:

- 506 1. Review and approve the proposed annual budget to be brought forth to the board
507 for approval;

- 508 2. Review the financial status of the association throughout the year;
509 3. Review and update SNA's investment policy for board approval;
510 4. Review SNA's long and short-term investments on a regular basis;
511 5. Review and approve all new non-budgeted financial requests to be brought forth
512 to the board for approval.
513

514 C. A majority of the members of the finance committee shall constitute a quorum.
515

516 Section 3. Leadership Development Committee

517 A. The leadership development committee shall be composed of eleven members:
518 seven elected regional members elected by and from the SNA regions, two at large
519 members appointed by the president-elect and approved by the board, and the two
520 most recent past presidents serving as nonvoting ex-officio members. The second
521 most recent past president shall serve as chair. The regional and the at large
522 members shall serve two-year staggered terms.
523

524 B. The leadership development committee shall identify and recruit eligible candidates
525 based on their leadership competencies and diversity.
526

527 C. If there is no eligible candidate for election to a region position on the leadership
528 development committee by March 1, the position shall be converted to an at large
529 position for that term and the president-elect shall make the appointment with the
530 approval of the board.
531

532 D. Members of the leadership development committee shall:

- 533 1. Be a member in good standing;
534 2. Have an SNA certificate or be SNA credentialed;
535 3. Have demonstrated leadership experience by serving on the board of directors of
536 SNA or by serving on a national committee or task force;
537 4. Be regularly employed (a minimum of 130 days during the prior 12 months) in an
538 eligible field;
539 5. Maintain membership at the time of nomination and election. If a change in
540 professional status occurs, they shall complete their term of office provided one
541 year of their term has been completed.
542

543 E. In case of death, resignation, or removal of a leadership development committee
544 member, the board shall request the remaining leadership development committee
545 members to provide a candidate recommendation for board approval.
546

547 Section 4. Resolutions and Bylaws Committee

548 A. The resolutions and bylaws committee shall be composed of seven regional
549 members, one industry member, and the secretary/treasurer who shall chair the
550 committee. The regional members and the industry member shall be appointed by
551 the president-elect and approved by the board for two-year staggered terms. If there
552 is no eligible candidate for a region position on the resolutions and bylaws
553 committee by August 1, the position shall be converted to an at large position for that

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ARTICLE X - AMENDMENT

- A. Submission – amendments to these bylaws shall be proposed in writing no later than 120 days prior to the annual delegate meeting by an official request of a state affiliate or a written petition signed by 100 members, or 90 days prior to the annual delegate meeting from an association committee, advisory council, or the board of directors.
- B. Bylaws may only be amended in even numbered years unless proposed by a two-thirds vote of the board of directors.
- C. Amendments to these bylaws shall be adopted by a two thirds vote at the annual meeting of the delegate assembly, provided that copies of the proposed amendments have been mailed or sent electronically as allowed by law to all members of the delegate assembly at least thirty days prior to the annual delegate meeting.